

1333 BREWERY PARK BOULEVARD  
DETROIT, MI 48207-2699

INTERSTATE COMMERCE COMMISSION

DEC 19 1988 1:30 PM

RECORDATION NO.

6747-F  
FILED 1425

December 12, 1988

File: 352-H

8-354A073  
No. 8-354A073

Date

Fee \$ 13.00

ICC Washington, D.C.

Secretary  
Interstate Commerce Commission  
Room 2215  
12th & Constitution Ave., N.W.  
Washington, D.C. 20423

Dear Secretary:

\$13.00 filing fee

Enclosed for recordation with the Interstate Commerce Commission pursuant to 49 USC §11303 are counterparts of a partial release of lease and renewal rider, dated as of December 5, 1988 between Helm Locomotive Leasing and Union Pacific Railroad Company. This lease, originally between Chemical Bank & Missouri Pacific Railroad Company, was filed with the Commission on September 25, 1972, as No. 6747-B. Renewal riders have been recorded in the same series between Helm Locomotive Leasing, as successor in interest to Chemical Bank, and Union Pacific, as successor in interest to Missouri Pacific. A partial release of lease and renewal rider was filed September 15, 1988 as No. 6747-E.

The parties to this present agreement partially releasing the lease and renewed riders are:

Lessor:

Helm Locomotive Leasing  
1333 Brewery Park Blvd.  
Detroit, MI 48207-2699

a Joint Venture of  
Helm Equipment Leasing Corp.  
One Embarcadero Center  
San Francisco, CA 94111 and

Domestic Three Leasing Corp.  
1333 Brewery Park Blvd.  
Detroit, MI 48207-2699

Lessee:

Union Pacific Railroad Company  
Union Pacific Building  
1416 Dodge Street  
Omaha, NE 68179

DEC 19 1 27 PM '88

MOTOR CARRIER UNIT

this one is  
6747-F

*Handwritten signature: Daniel R. [illegible]*

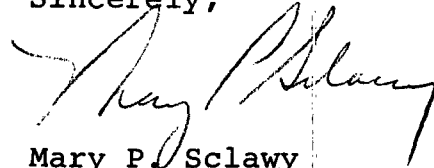
Interstate Commerce Commission  
December 12, 1988  
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The locomotives which are being released are four  
(4) GP 38-2 locomotives bearing the reporting marks MP 2057,  
2062, 2063 and 2066.

Enclosed is our check No. 1253 in the amount of  
\$13.00.

Please accept one counterpart of this document for  
filing, stamp the remaining with your recordation number and  
return them and your fee receipt to the person presenting  
this matter for filing.

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary P. Sclawy".

Mary P. Sclawy  
Attorney for  
Helm Locomotive Leasing

MPS:val - MPS8

PARTIAL RELEASE OF LEASE & RENEWAL RIDER  
INTERSTATE COMMERCE COMMISSION

DEC 19 1988 1:30 PM

RECORDATION NO. 6747-F FILE 1485

RECITALS:

1. Helm Locomotive Leasing (Lessor), a joint venture of Domestic Three Leasing Corp. and Helm Equipment Leasing Corporation, has acquired twenty (20) GP-38-2 locomotives (Locomotives).
2. The Locomotives were previously owned by Chemical Bank, and Lessor has succeeded to all interests in the Locomotives, including the interest in a certain lease (Lease), dated as of August 1, 1972, between Chemical Bank and Missouri Pacific Railroad Company.
3. The Lease was recorded with the ICC on September 25, 1972, as No. 6747-B.
4. Union Pacific Railroad Company (Lessee) has acquired the Missouri Pacific Railroad Company's interest in the Lease.
5. The Lease has been extended pursuant to one or more renewal riders, some or all of which have been recorded with the ICC in the series No. 6747.
6. Lessor and Lessee wish to release Locomotives from the Lease and renewal riders.

Now, therefore, pursuant to the terms of the Lease and the renewal riders, Lessor and Lessee release from the Lease and renewal riders four (4) GP-38-2 locomotives bearing road numbers as shown on Attachment 1 to this partial release.

Executed on December 5, 1988.

Attest:

John Talan

Helm Locomotive Leasing

D. R. Edwards

Attest:

Riane Kostyura

Union Pacific Railroad Company

W. A. Bales

ATTACHMENT 1

4 GP 38-2  
Locomotives

Road Numbers

*MP* 2057

2062

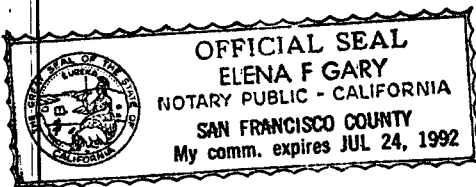
2063

2066

STATE OF CALIFORNIA )  
 ) §  
COUNTY OF SAN FRANCISCO )

On this 1st day of December, 1988, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that (s)he is the E.V.P. of HELM LOCOMOTIVE LEASING, a joint venture, that said instrument was signed and sealed on behalf of said joint venture by authority of its joint ventures, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said joint venture.

(NOTARIAL SEAL)

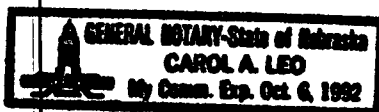


Elena F. Gary  
\_\_\_\_\_  
(Notary Public  
San Francisco, California  
My Commission Expires: July 24, 1992

STATE OF NEBRASKA )  
 ) §  
COUNTY OF DOUGLAS )

On this 5th day of December, 1988, before me personally appeared William A. Stiles, to me personally known, who being by me duly sworn, says that (s)he is V.P. Purchasing & Mtl's of UNION PACIFIC RAILROAD COMPANY, a corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)



Carol A. Leo  
\_\_\_\_\_  
Notary Public  
Omaha, Nebraska  
My Commission Expires: October 6, 1992